



HEALTH ANNUAL STATEMENT  
FOR THE YEAR ENDING DECEMBER 31, 2005  
OF THE CONDITION AND AFFAIRS OF THE

OmniCare Health Plan, Inc.

NAIC Group Code	1137	1137	NAIC Company Code	12193	Employer's ID Number	20-1052897
	(Current Period)	(Prior Period)				
Organized under the Laws of	Michigan			State of Domicile or Port of Entry	Michigan	
Country of Domicile	United States of America					
Licensed as business type:	Life, Accident & Health [ ]      Property/Casualty [ ]      Dental Service Corporation [ ] Vision Service Corporation [ ]      Other [ ]      Health Maintenance Organization [ X ] Hospital, Medical & Dental Service or Indemnity [ ]      Is HMO, Federally Qualified? Yes [ X ] No [ ]					
Incorporated/Organized	04/22/2004			Commenced Business	10/01/2004	
Statutory Home Office	1333 Gratiot, Brewery Park One, Ste 400			Detroit, MI 48207		
	(Street and Number)			(City or Town, State and Zip Code)		
Main Administrative Office	1333 Gratiot, Brewery Park One, Ste 400					
	Detroit, MI 48207			313-465-1519		
	(City or Town, State and Zip Code)			(Area Code) (Telephone Number)		
Mail Address	1333 Gratiot, Brewery Park One, Ste 400			Detroit, MI 48207		
	(Street and Number or P.O. Box)			(City or Town, State and Zip Code)		
Primary Location of Books and Records	1333 Gratiot, Brewery Park One, Ste 400					
	Detroit, MI 48207			313-465-1519		
	(City or Town, State and Zip Code)			(Area Code) (Telephone Number)		
Internet Website Address	www.omnicarehealthplan.com					
Statutory Statement Contact	Kenyata J. Rogers			313-465-1519		
	(Name)			(Area Code) (Telephone Number) (Extension)		
	KJRogers@cvty.com			313-465-1604		
	(E-mail Address)			(FAX Number)		
Policyowner Relations Contact	1333 Gratiot, Brwery Park One, Ste 400					
	Detroit, MI 48207			313-465-1519		
	(City or Town, State and Zip Code)			(Area Code) (Telephone Number) (Extension)		

OFFICERS

Name	Title	Name	Title
Bobby Lee Jones	Senior Vice President	Francis Samuel Soistman Jr	Executive Vice President
Beverly Ann Allen	Chief Executive Officer	Kenyata Jamilea Rogers #	Chief Financial Officer

OTHER OFFICERS

John Joseph Ruhlmann	Corporate Controlller	Claudia Bjerre	Treasurer
Shirley Ann Roquemore Smith	Secretary	John Joseph Stelben	Assistant Treasurer and Assistant Secretary
Johnathan David Weinberg	Assistant Secretary		

DIRECTORS OR TRUSTEES

Harvey Charles DeMovick Jr.	Bobby Lee Jones	Francis Samuel Soistman Jr.	Claudia Bjerre
Erma Jean Hatcher	Tiawauna Lowe		

State of .....Michigan.....  
County of .....Wayne.....

ss

The officers of this reporting entity, being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC Annual Statement Instructions and Accounting Practices and Procedures manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

Beverly Ann Allen Chief Executive Officer	Kenyata Jamilea Rogers Chief Financial Officer	John Joseph Ruhlmann Corporate Controller
Subscribed and sworn to before me this		a. Is this an original filing?      Yes [ X ] No [ ]
_____ day of _____,		b. If no,
		1. State the amendment number
		2. Date filed      03/01/2006
		3. Number of pages attached

\_\_\_\_\_  
Rochelle D. Jenkins  
Notary Public, Michigan

## ANNUAL STATEMENT FOR THE YEAR 2005 OF THE OmniCare Health Plan, Inc.

## EXHIBIT 2 - ACCIDENT AND HEALTH PREMIUMS DUE AND UNPAID

[illegible]

## ANNUAL STATEMENT FOR THE YEAR 2005 OF THE OmniCare Health Plan, Inc.

## EXHIBIT 3 - HEALTH CARE RECEIVABLES

[illegible]

**EXHIBIT 4 – CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)**

20

## ANNUAL STATEMENT FOR THE YEAR 2005 OF THE OmniCare Health Plan, Inc.

## **EXHIBIT 5 - AMOUNTS DUE FROM PARENT, SUBSIDIARIES AND AFFILIATES**

[illegible]

## ANNUAL STATEMENT FOR THE YEAR 2005 OF THE OmniCare Health Plan, Inc.

## EXHIBIT 6 - AMOUNTS DUE TO PARENT, SUBSIDIARIES AND AFFILIATES

[illegible]

## EXHIBIT 7 PART 1- SUMMARY OF TRANSACTIONS WITH PROVIDERS

## EXHIBIT 7 - PART 2 - SUMMARY OF TRANSACTIONS WITH INTERMEDIARIES

9999999 Totals	2,407,489	XXX	XXX	XXX
----------------	-----------	-----	-----	-----

EXHIBIT 8 – FURNITURE, EQUIPMENT AND SUPPLIES OWNED

	1	2	3	4	5	6
Description	Cost	Improvements	Accumulated Depreciation	Book Value Less Encumbrances	Assets Not Admitted	Net Admitted Assets
1. Administrative furniture and equipment .....	160,236		30,982	129,254	129,254	0
2. Medical furniture, equipment and fixtures .....						
3. Pharmaceuticals and surgical supplies .....						
4. Durable medical equipment .....						
5. Other property and equipment						
6. Total	160,236	0	30,982	129,254	129,254	0





ANNUAL STATEMENT FOR THE YEAR 2005 OF THE OmniCare Health Plan, Inc.

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION      OmniCare Health Plan, Inc.      2. \_\_\_\_\_

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10	11	12	13
		2	3										
		Individual	Group										
	Total			Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Stop Loss	Disability Income	Long-Term Care	Other
<b>Total Members at end of:</b>													
1. Prior Year .....	62,455								62,455				
2. First Quarter .....	63,121								63,121				
3. Second Quarter .....	63,026								63,026				
4. Third Quarter .....	61,604								61,604				
5. Current Year	60,965								60,965				
6. Current Year Member Months	748,056								748,056				
<b>Total Member Ambulatory Encounters for Year:</b>													
7. Physician .....	427,708								427,708				
8. Non-Physician .....	94,431								94,431				
9. Total	522,139	0	0	0	0	0	0	0	522,139	0	0	0	0
10. Hospital Patient Days Incurred	38,821								38,821				
11. Number of Inpatient Admissions	8,701								8,701				
12. Health Premiums Written .....	156,502,021								156,502,021				
13. Life Premiums Direct .....	0												
14. Property/Casualty Premiums Written .....	0												
15. Health Premiums Earned .....	156,502,021								156,502,021				
16. Property/Casualty Premiums Earned .....	0												
17. Amount Paid for Provision of Health Care Services .....	117,869,559								117,869,559				
18. Amount Incurred for Provision of Health Care Services	121,967,485								121,967,485				

(a) For health business: number of persons insured under PPO managed care products 0 \_\_\_\_\_ and number of persons under indemnity only products \_\_\_\_\_ 0 \_\_\_\_\_



ANNUAL STATEMENT FOR THE YEAR 2005 OF THE OmniCare Health Plan, Inc.

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION      OmniCare Health Plan, Inc.      2. \_\_\_\_\_ (LOCATION)

NAIC Group Code		1137		BUSINESS IN THE STATE OF Consolidated		DURING THE YEAR 2005							NAIC Company Code		12193	
		1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10	11	12	13		
			2	3												
		Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Stop Loss	Disability Income	Long-Term Care	Other		
Total Members at end of:																
1. Prior Year .....		62,455	0	0	0	0	0	0	0	62,455	0	0	0	0		
2. First Quarter .....		63,121	0	0	0	0	0	0	0	63,121	0	0	0	0		
3. Second Quarter .....		63,026	0	0	0	0	0	0	0	63,026	0	0	0	0		
4. Third Quarter .....		61,604	0	0	0	0	0	0	0	61,604	0	0	0	0		
5. Current Year		60,965	0	0	0	0	0	0	0	60,965	0	0	0	0		
6. Current Year Member Months		748,056	0	0	0	0	0	0	0	748,056	0	0	0	0		
Total Member Ambulatory Encounters for Year:																
7. Physician .....		427,708	0	0	0	0	0	0	0	427,708	0	0	0	0		
8. Non-Physician .....		94,431	0	0	0	0	0	0	0	94,431	0	0	0	0		
9. Total		522,139	0	0	0	0	0	0	0	522,139	0	0	0	0		
10. Hospital Patient Days Incurred		38,821	0	0	0	0	0	0	0	38,821	0	0	0	0		
11. Number of Inpatient Admissions		8,701	0	0	0	0	0	0	0	8,701	0	0	0	0		
12. Health Premiums Written.....		156,502,021	0	0	0	0	0	0	0	156,502,021	0	0	0	0		
13. Life Premiums Direct.....		0	0	0	0	0	0	0	0	0	0	0	0	0		
14. Property/Casualty Premiums Written.....		0	0	0	0	0	0	0	0	0	0	0	0	0		
15. Health Premiums Earned.....		156,502,021	0	0	0	0	0	0	0	156,502,021	0	0	0	0		
16. Property/Casualty Premiums Earned.....		0	0	0	0	0	0	0	0	0	0	0	0	0		
17. Amount Paid for Provision of Health Care Services .....		117,869,559	0	0	0	0	0	0	0	117,869,559	0	0	0	0		
18. Amount Incurred for Provision of Health Care Services		121,967,485	0	0	0	0	0	0	0	121,967,485	0	0	0	0		

(a) For health business: number of persons insured under PPO managed care products    0    and number of persons under indemnity only products    0   

30.GT

SCHEDULE A - VERIFICATION BETWEEN YEARS

Real Estate

1. Book/adjusted carrying value, December 31, prior year.....	0
2. Increase (decrease) by adjustment:	
2.1 Totals, Part 1, Column 11 .....	0
2.2 Totals, Part 3, Column 7 .....	0
3. Cost of acquired, (Totals, Part 2, Column 6, net of encumbrances, Column 7, and net of credit to permanent improvements (Column 9) .....	0
4. Cost of additions and permanent improvements:	
4.1 Totals, Part 1, Column 14.....	0
4.2 Totals, Part 3, Column 9 .....	0
5. Total profit (loss) on sales, Part 3, Column 14 .....	0
6. Increase (decrease) by foreign exchange adjustment:	
6.1 Totals, Part 1, Column 12.....	0
6.2 Totals, Part 3, Column 8 .....	0
7. Amounts received on sales, Part 3, Column 11 and Part 1, Column 13 .....	0
8. Book/adjusted carrying value at end of current period .....	0
9. Total valuation allowance .....	
10. Subtotal (Lines 8 plus 9) .....	0
11. Total nonadmitted amounts .....	
12. Statement value, current period (Page 2, real estate lines, Net Admitted Assets column) .....	0

SCHEDULE B - VERIFICATION BETWEEN YEARS

Mortgage Loans

1. Book value/recorded investment excluding accrued interest on mortgages owned, December 31, prior year .....	0
2. Amount loaned during year:	
2.1 Actual cost at time of acquisitions .....	
2.2 Additional investment made after acquisitions .....	0
3. Accrual of discount and mortgage interest points and commitment fees .....	
4. Increase (decrease) by adjustment .....	
5. Total profit (loss) on sale .....	
6. Amounts paid on account or in full during the year .....	
7. Amortization of premium .....	
8. Increase (decrease) by foreign exchange adjustment .....	
9. Book value/recorded investment excluding accrued interest on mortgages owned at end of current period .....	0
10. Total valuation allowance .....	
11. Subtotal (Lines 9 plus 10) .....	0
12. Total nonadmitted amounts .....	
13. Statement value of mortgages owned at end of current period (Page 2, mortgage lines, Net Admitted Assets column).....	0

SCHEDULE BA - VERIFICATION BETWEEN YEARS

Long-Term Invested Assets

1. Book/adjusted carrying value of long-term invested assets owned, December 31 of prior year .....	0
2. Cost of acquisitions during year:	
2.1 Actual cost at time of acquisitions .....	
2.2 Additional investment made after acquisitions .....	0
3. Accrual of discount .....	
4. Increase (decrease) by adjustment .....	
5. Total profit (loss) on sale .....	0
6. Amounts paid on account or in full during the year .....	
7. Amortization of premium .....	
8. Increase (decrease) by foreign exchange adjustment .....	
9. Book/adjusted carrying value of long-term invested assets at end of current period .....	0
10. Total valuation allowance .....	
11. Subtotal (Lines 9 plus 10) .....	0
12. Total nonadmitted amounts .....	
13. Statement value of long-term invested assets at end of current period (Page 2, Line 7, Column 3).....	0

ANNUAL STATEMENT FOR THE YEAR 2005 OF THE OmniCare Health Plan, Inc.

SCHEDULE D - PART 1A - SECTION 1

Quality and Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Types of Issues and NAIC Designations

Quality Rating per the NAIC Designation	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Col. 6 as a % of Line 10.7	8 Total from Col. 6 Prior Year	9 % From Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed (a)
1. U.S. Governments, Schedules D & DA (Group 1)											
1.1 Class 1 .....	2,791,708	1,993,000	488,051			5,272,759	11.8	2,293,626	14.7	5,272,760	
1.2 Class 2 .....						.0	0.0	.0	0.0		
1.3 Class 3 .....						.0	0.0	.0	0.0		
1.4 Class 4 .....						.0	0.0	.0	0.0		
1.5 Class 5 .....						.0	0.0	.0	0.0		
1.6 Class 6 .....						0	0.0	0	0.0		
1.7 Totals	2,791,708	1,993,000	488,051	0	0	5,272,759	11.8	2,293,626	14.7	5,272,760	0
2. All Other Governments, Schedules D & DA (Group 2)											
2.1 Class 1 .....						.0	0.0	.0	0.0		
2.2 Class 2 .....						.0	0.0	.0	0.0		
2.3 Class 3 .....						.0	0.0	.0	0.0		
2.4 Class 4 .....						.0	0.0	.0	0.0		
2.5 Class 5 .....						.0	0.0	.0	0.0		
2.6 Class 6 .....						0	0.0	0	0.0		
2.7 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0
3. States, Territories and Possessions etc., Guaranteed, Schedules D & DA (Group 3)											
3.1 Class 1 .....						.0	0.0	.0	0.0		
3.2 Class 2 .....						.0	0.0	.0	0.0		
3.3 Class 3 .....						.0	0.0	.0	0.0		
3.4 Class 4 .....						.0	0.0	.0	0.0		
3.5 Class 5 .....						.0	0.0	.0	0.0		
3.6 Class 6 .....						0	0.0	0	0.0		
3.7 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0
4. Political Subdivisions of States, Territories and Possessions, Guaranteed, Schedules D & DA (Group 4)											
4.1 Class 1 .....			274,423			274,423	0.6	.0	0.0	274,423	
4.2 Class 2 .....						.0	0.0	.0	0.0		
4.3 Class 3 .....						.0	0.0	.0	0.0		
4.4 Class 4 .....						.0	0.0	.0	0.0		
4.5 Class 5 .....						.0	0.0	.0	0.0		
4.6 Class 6 .....						0	0.0	0	0.0		
4.7 Totals	0	0	274,423	0	0	274,423	0.6	0	0.0	274,423	0
5. Special Revenue & Special Assessment Obligations etc., Non-Guaranteed, Schedules D & DA (Group 5)											
5.1 Class 1 .....	59,763	340,106	1,026,363	354,363	18,765	1,799,360	4.0	.0	0.0	1,799,361	
5.2 Class 2 .....						.0	0.0	.0	0.0		
5.3 Class 3 .....						.0	0.0	.0	0.0		
5.4 Class 4 .....						.0	0.0	.0	0.0		
5.5 Class 5 .....						.0	0.0	.0	0.0		
5.6 Class 6 .....						0	0.0	0	0.0		
5.7 Totals	59,763	340,106	1,026,363	354,363	18,765	1,799,360	4.0	0	0.0	1,799,361	0

SCHEDULE D - PART 1A - SECTION 1 (continued)

Quality and Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Types of Issues and NAIC Designations											
Quality Rating per the NAIC Designation	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Col. 6 as a % of Line 10.7	8 Total from Col. 6 Prior Year	9 % From Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed (a)
6. Public Utilities (Unaffiliated), Schedules D & DA (Group 6)											
6.1 Class 1 .....						.0	0.0	.0	0.0		
6.2 Class 2 .....	249,800					249,800	0.6	201,970	1.3	249,800	
6.3 Class 3 .....						.0	0.0	.0	0.0		
6.4 Class 4 .....						.0	0.0	.0	0.0		
6.5 Class 5 .....						.0	0.0	.0	0.0		
6.6 Class 6 .....						0	0.0	0	0.0		
6.7 Totals	249,800	0	0	0	0	249,800	0.6	201,970	1.3	249,800	0
7. Industrial & Miscellaneous (Unaffiliated), Schedules D & DA (Group 7)											
7.1 Class 1 .....	33,113,445	199,952				33,313,397	74.4	13,000,022	83.2	33,313,396	
7.2 Class 2 .....	3,872,949					3,872,949	8.6	126,576	0.8	3,872,949	
7.3 Class 3 .....						.0	0.0	.0	0.0		
7.4 Class 4 .....						.0	0.0	.0	0.0		
7.5 Class 5 .....						.0	0.0	.0	0.0		
7.6 Class 6 .....						0	0.0	0	0.0		
7.7 Totals	36,986,394	199,952	0	0	0	37,186,346	83.0	13,126,598	84.0	37,186,345	0
8. Credit Tenant Loans, Schedules D & DA (Group 8)											
8.1 Class 1 .....						.0	0.0	.0	0.0		
8.2 Class 2 .....						.0	0.0	.0	0.0		
8.3 Class 3 .....						.0	0.0	.0	0.0		
8.4 Class 4 .....						.0	0.0	.0	0.0		
8.5 Class 5 .....						.0	0.0	.0	0.0		
8.6 Class 6 .....						0	0.0	0	0.0		
8.7 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0
9. Parent, Subsidiaries and Affiliates, Schedules D & DA (Group 9)											
9.1 Class 1 .....						.0	0.0	.0	0.0		
9.2 Class 2 .....						.0	0.0	.0	0.0		
9.3 Class 3 .....						.0	0.0	.0	0.0		
9.4 Class 4 .....						.0	0.0	.0	0.0		
9.5 Class 5 .....						.0	0.0	.0	0.0		
9.6 Class 6 .....						0	0.0	0	0.0		
9.7 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0

ANNUAL STATEMENT FOR THE YEAR 2005 OF THE OmniCare Health Plan, Inc.

SCHEDULE D - PART 1A - SECTION 1 (continued)

Quality and Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Types of Issues and NAIC Designations

	1	2	3	4	5	6	7	8	9	10	11
Quality Rating per the NAIC Designation	1 Year or Less	Over 1 Year Through 5 Years	Over 5 Years Through 10 Years	Over 10 Years Through 20 Years	Over 20 Years	Total Current Year	Col. 6 as a % of Line 10.7	Total from Col. 6 Prior Year	% From Col. 7 Prior Year	Total Publicly Traded	Total Privately Placed (a)
10. Total Bonds Current Year											
10.1 Class 1	35,964,916	2,533,058	1,788,837	354,363	18,765	40,659,939	90.8	XXX	XXX	40,659,940	.0
10.2 Class 2	4,122,749	.0	.0	.0	.0	4,122,749	9.2	XXX	XXX	4,122,749	.0
10.3 Class 3	.0	.0	.0	.0	.0	.0	0.0	XXX	XXX	.0	.0
10.4 Class 4	.0	.0	.0	.0	.0	.0	0.0	XXX	XXX	.0	.0
10.5 Class 5	.0	.0	.0	.0	.0	(c) .0	0.0	XXX	XXX	.0	.0
10.6 Class 6	.0	.0	.0	.0	.0	(c) 0	0.0	XXX	XXX	0	0
10.7 Totals	40,087,665	2,533,058	1,788,837	354,363	18,765	(b) 44,782,688	100.0	XXX	XXX	44,782,689	.0
10.8 Line 10.7 as a % of Col. 6	89.5	5.7	4.0	0.8	0.0	100.0	XXX	XXX	XXX	100.0	0.0
11. Total Bonds Prior Year											
11.1 Class 1	13,000,022	2,293,626	.0	.0	.0	XXX	XXX	15,293,648	97.9	15,293,648	.0
11.2 Class 2	328,546	.0	.0	.0	.0	XXX	XXX	328,546	2.1	328,546	.0
11.3 Class 3	.0	.0	.0	.0	.0	XXX	XXX	.0	0.0	.0	.0
11.4 Class 4	.0	.0	.0	.0	.0	XXX	XXX	.0	0.0	.0	.0
11.5 Class 5	.0	.0	.0	.0	.0	XXX	XXX	(c) .0	0.0	.0	.0
11.6 Class 6	0	0	0	0	0	XXX	XXX	(c) .0	0.0	0	0
11.7 Totals	13,328,568	2,293,626	.0	.0	.0	XXX	XXX	(b) 15,622,194	100.0	15,622,194	.0
11.8 Line 11.7 as a % of Col. 8	85.3	14.7	0.0	0.0	0.0	XXX	XXX	100.0	XXX	100.0	0.0
12. Total Publicly Traded Bonds											
12.1 Class 1	35,964,916	2,533,058	1,788,837	354,363	18,765	40,659,939	90.8	15,293,648	97.9	40,659,939	XXX
12.2 Class 2	4,122,749					4,122,749	9.2	328,546	2.1	4,122,749	XXX
12.3 Class 3						.0	0.0	.0	0.0	.0	XXX
12.4 Class 4						.0	0.0	.0	0.0	.0	XXX
12.5 Class 5						.0	0.0	.0	0.0	.0	XXX
12.6 Class 6						0	0.0	0	0.0	0	XXX
12.7 Totals	40,087,665	2,533,058	1,788,837	354,363	18,765	44,782,688	100.0	15,622,194	100.0	44,782,688	XXX
12.8 Line 12.7 as a % of Col. 6	89.5	5.7	4.0	0.8	0.0	100.0	XXX	XXX	XXX	100.0	XXX
12.9 Line 12.7 as a % of Line 10.7, Col. 6, Section 10	89.5	5.7	4.0	0.8	0.0	100.0	XXX	XXX	XXX	100.0	XXX
13. Total Privately Placed Bonds											
13.1 Class 1						.0	0.0	.0	0.0	XXX	.0
13.2 Class 2						.0	0.0	.0	0.0	XXX	.0
13.3 Class 3						.0	0.0	.0	0.0	XXX	.0
13.4 Class 4						.0	0.0	.0	0.0	XXX	.0
13.5 Class 5						.0	0.0	.0	0.0	XXX	.0
13.6 Class 6						0	0.0	0	0.0	XXX	0
13.7 Totals	.0	.0	.0	.0	.0	.0	0.0	.0	0.0	XXX	.0
13.8 Line 13.7 as a % of Col. 6	0.0	0.0	0.0	0.0	0.0	0.0	XXX	XXX	XXX	XXX	0.0
13.9 Line 13.7 as a % of Line 10.7, Col. 6, Section 10	0.0	0.0	0.0	0.0	0.0	0.0	XXX	XXX	XXX	XXX	0.0

(a) Includes \$ ..... freely tradable under SEC Rule 144 or qualified for resale under SEC Rule 144A.

(b) Includes \$ ..... current year, \$ ..... prior year of bonds with Z designations and \$ ..... , current year, \$ ..... prior year of bonds with Z\* designations. The letter “Z” means the NAIC designation was not assigned by the Securities Valuation Office (SVO) at the date of the statement. “Z\*” means the SVO could not evaluate the obligation because valuation procedures for the security class is under regulatory review.

(c) Includes \$ ..... current year, \$ ..... prior year of bonds with 5\* designations and \$ ..... , current year, \$ ..... prior year of bonds with 6\* designations. “5\*” means the NAIC designation was assigned by the SVO in reliance on the insurer’s certification that the issuer is current in all principal and interest payments. “6\*” means the NAIC designation was assigned by the SVO due to inadequate certification of principal and interest payments.

ANNUAL STATEMENT FOR THE YEAR 2005 OF THE OmniCare Health Plan, Inc.

SCHEDULE D - PART 1A - SECTION 2

Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Type and Subtype of Issues

Distribution by Type	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Col. 6 as a % of Line 10.7	8 Total from Col 6 Prior Year	9 % From Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed
<b>1. U.S. Governments, Schedules D &amp; DA (Group 1)</b>											
1.1 Issuer Obligations .....	2,791,708	1,993,000	488,051			5,272,759	11.8	2,293,626	14.7	5,272,760	
1.2 Single Class Mortgage-Backed/Asset-Backed Securities .....						0	0.0	0	0.0		
1.7 Totals .....	2,791,708	1,993,000	488,051	0	0	5,272,759	11.8	2,293,626	14.7	5,272,760	0
<b>2. All Other Governments, Schedules D &amp; DA (Group 2)</b>											
2.1 Issuer Obligations .....						0	0.0	0	0.0		
2.2 Single Class Mortgage-Backed/Asset-Backed Securities .....						0	0.0	0	0.0		
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES .....											
2.3 Defined .....						0	0.0	0	0.0		
2.4 Other .....						0	0.0	0	0.0		
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET- BACKED SECURITIES .....											
2.5 Defined .....						0	0.0	0	0.0		
2.6 Other .....						0	0.0	0	0.0		
2.7 Totals .....	0	0	0	0	0	0	0.0	0	0.0	0	0
<b>3. States, Territories, and Possessions Guaranteed, Schedules D &amp; DA (Group 3)</b>											
3.1 Issuer Obligations .....						0	0.0	0	0.0		
3.2 Single Class Mortgage-Backed/Asset-Backed Securities .....						0	0.0	0	0.0		
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES .....											
3.3 Defined .....						0	0.0	0	0.0		
3.4 Other .....						0	0.0	0	0.0		
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET- BACKED SECURITIES .....											
3.5 Defined .....						0	0.0	0	0.0		
3.6 Other .....						0	0.0	0	0.0		
3.7 Totals .....	0	0	0	0	0	0	0.0	0	0.0	0	0
<b>4. Political Subdivisions of States, Territories and Possessions, Guaranteed, Schedules D &amp; DA (Group 4)</b>											
4.1 Issuer Obligations .....			274,423			274,423	0.6	0	0.0	274,423	
4.2 Single Class Mortgage-Backed/Asset-Backed Securities .....						0	0.0	0	0.0		
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES .....											
4.3 Defined .....						0	0.0	0	0.0		
4.4 Other .....						0	0.0	0	0.0		
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET- BACKED SECURITIES .....											
4.5 Defined .....						0	0.0	0	0.0		
4.6 Other .....						0	0.0	0	0.0		
4.7 Totals .....	0	0	274,423	0	0	274,423	0.6	0	0.0	274,423	0
<b>5. Special Revenue &amp; Special Assessment Obligations etc., Non-Guaranteed, Schedules D &amp; DA (Group 5)</b>											
5.1 Issuer Obligations .....			819,779			819,779	1.8	0	0.0	819,779	
5.2 Single Class Mortgage-Backed/Asset-Backed Securities .....	59,763	340,106	206,583	354,363	18,765	979,580	2.2	0	0.0	979,581	
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES .....											
5.3 Defined .....						0	0.0	0	0.0		
5.4 Other .....						0	0.0	0	0.0		
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET- BACKED SECURITIES .....											
5.5 Defined .....						0	0.0	0	0.0		
5.6 Other .....						0	0.0	0	0.0		
5.7 Totals .....	59,763	340,106	1,026,362	354,363	18,765	1,799,359	4.0	0	0.0	1,799,360	0

ANNUAL STATEMENT FOR THE YEAR 2005 OF THE OmniCare Health Plan, Inc.

SCHEDULE D - PART 1A - SECTION 2 (continued)

Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Type and Subtype of Issues

	1	2	3	4	5	6	7	8	9	10	11
Distribution by Type	1 Year or Less	Over 1 Year Through 5 Years	Over 5 Years Through 10 Years	Over 10 Years Through 20 Years	Over 20 Years	Total Current Year	Col. 6 as a % of Line 10.7	Total from Col. 6 Prior Year	% From Col. 7 Prior Year	Total Publicly Traded	Total Privately Placed
<b>6. Public Utilities (Unaffiliated), Schedules D &amp; DA (Group 6)</b>											
6.1 Issuer Obligations .....	249,800					249,800	0.6	201,970	1.3	249,800	
6.2 Single Class Mortgage-Backed/Asset-Based Securities .....						0	0.0	0	0.0		
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES											
6.3 Defined .....						0	0.0	0	0.0		
6.4 Other .....						0	0.0	0	0.0		
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES											
6.5 Defined .....						0	0.0	0	0.0		
6.6 Other .....						0	0.0	0	0.0		
6.7 Totals	249,800	0	0	0	0	249,800	0.6	201,970	1.3	249,800	0
<b>7. Industrial &amp; Miscellaneous (Unaffiliated), Schedules D &amp; DA (Group 7)</b>											
7.1 Issuer Obligations .....	36,986,393	99,972				37,086,365	82.8	13,126,598	84.0	37,086,366	
7.2 Single Class Mortgage-Backed/Asset-Based Securities .....						0	0.0	0	0.0		
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES											
7.3 Defined .....						0	0.0	0	0.0		
7.4 Other .....						0	0.0	0	0.0		
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES											
7.5 Defined .....						0	0.0	0	0.0		
7.6 Other .....		99,979				99,979	0.2	0	0.0	99,979	
7.7 Totals	36,986,393	199,951	0	0	0	37,186,344	83.0	13,126,598	84.0	37,186,345	0
<b>8. Credit Tenant Loans, Schedules D &amp; DA (Group 8)</b>											
8.1 Issuer Obligations .....						0	0.0	0	0.0		
8.7 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0
<b>9. Parents, Subsidiaries and Affiliates, Schedules D &amp; DA (Group 9)</b>											
9.1 Issuer Obligations .....						0	0.0	0	0.0		
9.2 Single Class Mortgage-Backed/Asset-Based Securities .....						0	0.0	0	0.0		
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES											
9.3 Defined .....						0	0.0	0	0.0		
9.4 Other .....						0	0.0	0	0.0		
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES											
9.5 Defined .....						0	0.0	0	0.0		
9.6 Other .....						0	0.0	0	0.0		
9.7 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0



ANNUAL STATEMENT FOR THE YEAR 2005 OF THE OmniCare Health Plan, Inc.

SCHEDULE D - PART 1A - SECTION 2 (continued)

Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Type and Subtype of Issues

Distribution by Type	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Col. 6 as a % of Line 10.7	8 Total From Col. 6 Prior Year	9 % From Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed
10. Total Bonds Current Year											
10.1 Issuer Obligations	40,027,901	2,092,972	1,582,253	0	0	43,703,126	97.6	XXX	XXX	43,703,128	0
10.2 Single Class Mortgage-Backed/Asset-Backed Securities	59,763	340,106	206,583	354,363	18,765	979,580	2.2	XXX	XXX	979,581	0
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES											
10.3 Defined	0	0	0	0	0	0	0.0	XXX	XXX	0	0
10.4 Other	0	0	0	0	0	0	0.0	XXX	XXX	0	0
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES											
10.5 Defined	0	0	0	0	0	0	0.0	XXX	XXX	0	0
10.6 Other	0	99,979	0	0	0	99,979	0.2	XXX	XXX	99,979	0
10.7 Totals	40,087,664	2,533,057	1,788,836	354,363	18,765	44,782,685	100.0	XXX	XXX	44,782,688	0
10.8 Line 10.7 as a % of Col. 6	89.5	5.7	4.0	0.8	0.0	100.0	XXX	XXX	XXX	100.0	0.0
11. Total Bonds Prior Year											
11.1 Issuer Obligations	13,328,568	2,293,626	0	0	0	XXX	XXX	15,622,194	100.0	15,622,194	0
11.2 Single Class Mortgage-Backed/Asset-Backed Securities	0	0	0	0	0	XXX	XXX	0	0.0	0	0
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES											
11.3 Defined	0	0	0	0	0	XXX	XXX	0	0.0	0	0
11.4 Other	0	0	0	0	0	XXX	XXX	0	0.0	0	0
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES											
11.5 Defined	0	0	0	0	0	XXX	XXX	0	0.0	0	0
11.6 Other	0	0	0	0	0	XXX	XXX	0	0.0	0	0
11.7 Totals	13,328,568	2,293,626	0	0	0	XXX	XXX	15,622,194	100.0	15,622,194	0
11.8 Line 11.7 as a % of Col. 8	85.3	14.7	0.0	0.0	0.0	XXX	XXX	100.0	XXX	100.0	0.0
12. Total Publicly Traded Bonds											
12.1 Issuer Obligations	40,027,902	2,092,973	1,582,253			43,703,128	97.6	15,622,194	100.0	43,703,128	XXX
12.2 Single Class Mortgage-Backed/Asset-Backed Securities	59,763	340,106	206,583	354,363	18,765	979,580	2.2	0	0.0	979,580	XXX
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES											
12.3 Defined						0	0.0	0	0.0	0	XXX
12.4 Other						0	0.0	0	0.0	0	XXX
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES											
12.5 Defined						0	0.0	0	0.0	0	XXX
12.6 Other		99,979				99,979	0.2	0	0.0	99,979	XXX
12.7 Totals	40,087,665	2,533,058	1,788,836	354,363	18,765	44,782,687	100.0	15,622,194	100.0	44,782,687	XXX
12.8 Line 12.7 as a % of Col. 6	89.5	5.7	4.0	0.8	0.0	100.0	XXX	XXX	XXX	100.0	XXX
12.9 Line 12.7 as a % of Line 10.7, Col. 6, Section 10	89.5	5.7	4.0	0.8	0.0	100.0	XXX	XXX	XXX	100.0	XXX
13. Total Privately Placed Bonds											
13.1 Issuer Obligations						0	0.0	0	0.0	XXX	0
13.2 Single Class Mortgage-Backed/Asset-Backed Securities						0	0.0	0	0.0	XXX	0
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES											
13.3 Defined						0	0.0	0	0.0	XXX	0
13.4 Other						0	0.0	0	0.0	XXX	0
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES											
13.5 Defined						0	0.0	0	0.0	XXX	0
13.6 Other						0	0.0	0	0.0	XXX	0
13.7 Totals	0	0	0	0	0	0	0.0	0	0.0	XXX	0
13.8 Line 13.7 as a % of Col. 6	0.0	0.0	0.0	0.0	0.0	0.0	XXX	XXX	XXX	XXX	0.0
13.9 Line 13.7 as a % of Line 10.7, Col. 6, Section 10	0.0	0.0	0.0	0.0	0.0	0.0	XXX	XXX	XXX	XXX	0.0

SCHEDULE DA - PART 2 - VERIFICATION BETWEEN YEARS

Short-Term Investments					
	1	2	3	4	5
	Total	Bonds	Mortgage Loans	Other Short-term Investment Assets(a)	Investments in Parent, Subsidiaries and Affiliates
1. Book/adjusted carrying value, prior year .....	13,328,567	13,328,567	0	0	0
2. Cost of short-term investments acquired .....	200,068,403	200,068,403			
3. Increase (decrease) by adjustment .....	245,097	245,097			
4. Increase (decrease) by foreign exchange adjustment .....	0				
5. Total profit (loss) on disposal of short-term investments .....	(283)	(283)			
6. Consideration received on disposal of short-term investments .....	181,580,177	181,580,177			
7. Book/adjusted carrying value, current year .....	32,061,607	32,061,607	0	0	0
8. Total valuation allowance .....	0				
9. Subtotal (Lines 7 plus 8) .....	32,061,607	32,061,607	0	0	0
10. Total nonadmitted amounts .....	0				
11. Statement value (Lines 9 minus 10) .....	32,061,607	32,061,607	0	0	0
12. Income collected during year .....	843,814	843,814			
13. Income earned during year .....	922,802	922,802			

(a) Indicate the category of such assets, for example, joint ventures, transportation equipment: .....

Schedule DB - Part A - VBY

NONE

Schedule DB - Part B - VBY

NONE

Schedule DB - Part C - VBY

NONE

Schedule DB - Part D - VBY

NONE

Schedule DB - Part E - VBY

NONE

Schedule DB - Part F - Section 1

NONE

Schedule DB - Part F - Section 2

NONE

Schedule S - Part 1 - Section 2

NONE

## ANNUAL STATEMENT FOR THE YEAR 2005 OF THE OmniCare Health Plan, Inc.

## SCHEDULE S - PART 2

**Reinsurance Recoverable on Paid and Unpaid Losses Listed by Reinsuring Company as of December 31, Current Year**

[illegible]

## 46

## 46

46

46

## 47

### Reinsurance Ceded to Unauthorized Companies

[illegible]

Schedule S-Part 5  
Five-Year Exhibit of Reinsurance Ceded Business  
(000 Omitted)

	1 2005	2 2004	3 2003	4 2002	5 2001
<b>A. OPERATIONS ITEMS</b>					
1. Premiums.....	0	0	0	0	0
2. Title XVIII-Medicare.....	0	0	0	0	0
3. Title XIX-Medicaid.....	817	50	0	0	0
4. Commissions and reinsurance expense allowance.....		0	0	0	0
5. Total hospital and medical expenses.....		0	0	0	0
<b>B. BALANCE SHEET ITEMS</b>					
6. Premiums receivable.....		0	0	0	0
7. Claims payable.....		0	0	0	0
8. Reinsurance recoverable on paid losses.....	500	34	0	0	0
9. Experience rating refunds due or unpaid.....		0	0	0	0
10. Commissions and reinsurance expense allowances unpaid.....		0	0	0	0
11. Unauthorized reinsurance offset.....	0	0	0	0	0
<b>C. UNAUTHORIZED REINSURANCE (DEPOSITS BY AND FUNDS WITHHELD FROM)</b>					
12. Funds deposited by and withheld from (F).....	0	0	0	0	0
13. Letters of credit (L).....	0	0	0	0	0
14. Trust agreements (T).....	0	0	0	0	0
15. Other (O)	0	0	0	0	0

SCHEDULE S-PART 6  
Restatement of Balance Sheet to Identify Net Credit For Ceded Reinsurance

	1	2	3
	As Reported (net of ceded)	Restatement Adjustments	Restated (gross of ceded)
ASSETS (Page 2, Col. 3)			
1. Cash and invested assets (Line 10) .....	42,827,938		42,827,938
2. Accident and health premiums due and unpaid (Line 13).....	0		0
3. Amounts recoverable from reinsurers (Line 14.1).....	500,000	(500,000)	0
4. Net credit for ceded reinsurance.....	XXX	500,000	500,000
5. All other admitted assets (Balance).....	2,604,251		2,604,251
6. Total assets (Line 26)	45,932,189	0	45,932,189
LIABILITIES, CAPITAL AND SURPLUS (Page 3)			
7. Claims unpaid (Line 1).....	21,796,463	0	21,796,463
8. Accrued medical incentive pool and bonus payments (Line 2).....	206,381		206,381
9. Premiums received in advance (Line 8).....	0		0
10. Reinsurance in unauthorized companies (Line 18).....	0		0
11. All other liabilities (Balance).....	2,298,802		2,298,802
12. Total liabilities (Line 22).....	24,301,646	0	24,301,646
13. Total capital and surplus (Line 31).....	21,630,543	XXX	21,630,543
14. Total liabilities, capital and surplus (Line 32)	45,932,189	0	45,932,189
NET CREDIT FOR CEDED REINSURANCE			
15. Claims unpaid.....	0		
16. Accrued medical incentive pool.....	0		
17. Premiums received in advance .....	0		
18. Reinsurance recoverable on paid losses .....	500,000		
19. Other ceded reinsurance recoverables .....	0		
20. Total ceded reinsurance recoverables .....	500,000		
21. Premiums receivable .....	0		
22. Unauthorized reinsurance .....	0		
23. Other ceded reinsurance payables/offsets .....	0		
24. Total ceded reinsurance payable/offsets .....	0		
25. Total net credit for ceded reinsurance	500,000		



SCHEDULE Y  
PART 2 - SUMMARY OF INSURER’S TRANSACTIONS WITH ANY AFFILIATES

1	2	3	4	5	6	7	8	9	10	11	12	13
NAIC Company Code	Federal ID Number	Names of Insurers and Parent, Subsidiaries or Affiliates	Shareholder Dividends	Capital Contributions	Purchases, Sales or Exchanges of Loans, Securities, Real Estate, Mortgage Loans or Other Investments	Income/ (Disbursements) Incurred in Connection with Guarantees or Undertakings for the Benefit of any Affiliate(s)	Management Agreements and Service Contracts	Income/ (Disbursements) Incurred Under Reinsurance Agreements	*	Any Other Material Activity Not in the Ordinary Course of the Insurer's Business	Totals	Reinsurance Recoverable/ (Payable) on Losses and/or Reserve Credit Taken/(Liability)
	52-2073000	Coventry Health Care Inc	260,500,000	(8,100,000)			92,951,727	0			345,351,727	0
	51-0406894	Coventry Financial Mgmt Services, Inc					10,147,545				10,147,545	
96460	51-0293139	Coventry Health Care of Delaware, Inc	(7,500,000)				(12,231,863)	(2,078,442)			(21,810,306)	678,186
95282	51-0353639	Coventry Health Care of Georgia, Inc	(12,000,000)				(7,299,486)	1,296,070			(18,003,416)	448,895
	52-2248239	Coventry Services Corporation					2,268,228	0			2,268,228	0
95241	42-1244752	Coventry Health Care of Iowa, Inc	(8,000,000)				(6,148,522)	(2,128,792)			(16,277,315)	732,231
95925	42-1308659	Coventry Health Care of Nebraska, Inc	(5,000,000)				(5,743,950)	(289,105)			(11,033,055)	1,380,553
95283	51-0353638	Coventry Health Care of Pennsylvania, In					0	0			0	0
95173	74-2381406	Coventry Health Care of Louisiana, Inc	(5,000,000)	7,500,000			(8,554,398)	(800,011)			(6,854,408)	1,473,835
95060	25-1264318	HealthAmerica Pennsylvania Inc	(36,000,000)				(4,582,875)	(3,149,171)			(43,732,047)	2,974,533
11102	23-2366731	HealthAssurance Pennsylvania, Inc	(25,000,000)				(77,656,871)	(6,307,425)			(108,964,296)	4,281,000
	47-0854096	Coventry Prescription Mgmt Services, Inc									0	
81973	75-1296086	Coventry Health & Life Insurance Company	(20,000,000)				(39,373,376)	25,866,892			(33,506,484)	(20,437,235)
	51-0402388	Coventry Health Care Investment Corp									0	
96555	54-1576305	Southern Health Services, Inc	(15,000,000)				(14,926,887)	(2,257,441)			(32,184,328)	1,236,125
11531	02-0639951	CHC Casualty Risk Retention Group, Inc					7,136,257				7,136,257	
	01-0646056	Coventry Transplant Network, Inc					(30,000)				(30,000)	
	20-1736437	First Health Group Corp					17,400,221				17,400,221	
96377	43-1372307	Group Health Plan, Inc	(45,000,000)				(21,126,053)	(3,041,988)			(69,168,041)	2,034,998
	20-2187758	SouthCare HMO, Inc									0	
95318	43-1702094	HealthCare USA of Missouri, LLC	(12,000,000)				(20,626,806)	(1,988,223)			(34,615,029)	2,300,000
	56-1541808	SouthCare PPO, Inc					(2,680,582)				(2,680,582)	
95489	48-0840330	Coventry Health Care of Kansas, Inc	(40,000,000)				(21,442,629)				(61,442,629)	
12193	20-1052897	OmniCare Health Plan, Inc		600,000			(7,393,290)	(338,071)			(7,131,361)	500,000
	37-1220141	PersonalCare Health Management, Inc									0	
74160	37-1241037	PersonalCare Insurance of Illinois, Inc	(10,000,000)				(10,453,450)	(2,013,430)			(22,466,880)	675,000
	52-2248324	Coventry Management Services, Inc					190,190,650				190,190,650	
95407	87-0345631	Altius Health Plans, Inc	(10,000,000)				(18,527,229)	(1,042,281)			(29,569,510)	100,000
	87-0642429	Altius Health Administrators, Inc					(4,917,701)				(4,917,701)	
95408	55-0712129	Carelink Health Plans, Inc					(3,844,939)	(21,155)			(3,866,094)	557,019
	62-1411933	Coventry Health Care Mgmt Corp					(15,775,713)				(15,775,713)	
	51-0410308	HealthAssurance Financial Services, Inc					12,649,355				12,649,355	
	20-0635523	WellPath Preferred Services, Inc					(6,661,432)	0			(6,661,432)	0
95321	20-0229117	WellPath Select, Inc	(10,000,000)				(8,026,290)	(1,707,427)			(19,733,717)	1,064,861
	87-0443226	First Health Strategies, Inc						0			0	
	33-0837721	CCN Managed Care, Inc									0	
	04-3091845	HealthCare Value Management, Inc									0	
		FHC, Inc									0	
	52-1320522	Claims Administration Corp					(13,702,953)				(13,702,953)	
	83-0391589	First Health Priority Services, Inc									0	
81000	75-1431313	Cambridge Life Insurance Company					(74,179)				(74,179)	
90328	38-2242132	First Health Life & Health Ins Co					(942,508)				(942,508)	
	36-3537147	First Health Group Corp PAC, Inc									0	
	54-0849793	First Health Services Corporation									0	
	62-1321125	First Health Services of Tennessee, Inc									0	
	54-1890081	First Health Services of Florida, Inc									0	
	54-1951716	Health Care Management, Inc									0	

## 52.1

## PART 2 - SUMMARY OF INSURER'S TRANSACTIONS WITH ANY AFFILIATES

[illegible]

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing unless specifically waived by the domiciliary state. However, in the event that your domiciliary state waives the filing requirement, your response of **WAIVED** to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not filed for whatever reason enter **SEE EXPLANATION** and provide an explanation following the interrogatory questions.

MARCH FILING

1.

Will the Supplemental Compensation Exhibit be filed with the state of domicile by March 1?

.....YES.....
2.

Will an actuarial opinion be filed by March 1?

.....YES.....
3.

Will the Risk-based Capital Report be filed with the NAIC by March 1?

.....YES.....
4.

Will the Risk-based Capital be filed with the state of domicile, if required by March 1?

.....YES.....

APRIL FILING

5.

Will Management's Discussion and Analysis be filed by April 1?

.....YES.....
6.

Will the Investment Risks Interrogatories be filed by April 1?

.....YES.....

JUNE FILING

7.

Will an audited financial report be filed by June 1?

.....YES.....

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of **NO** to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not filed for whatever reason enter **SEE EXPLANATION** and provide an explanation following the interrogatory questions.

MARCH FILING

8.

Will the Medicare Supplement Insurance Experience Exhibit be filed with the state of domicile and the NAIC by March 1?

.....NO.....
9.

Will the Supplemental Life data due March 1 be filed with the state of domicile and the NAIC?

.....NO.....
10.

Will the Supplemental Property/Casualty data due March 1 be filed with the state of domicile and the NAIC?

.....NO.....
11.

Will the Schedule SIS (Stockholder Information Supplement) be filed with the state of domicile by March 1?

.....NO.....

APRIL FILING

12.

Will the Long-Term Care Experience Reporting Forms be filed with the state of domicile by April 1?

.....NO.....
13.

Will the Supplemental Life data due April 1 be filed with the state of domicile and the NAIC?

.....NO.....
14.

Will the Supplemental Property/Casualty data due April 1 be filed with the state of domicile and the NAIC?


.....NO.....


EXPLANATION:


8.
9.
10.
11.
12.
13.
14.


BAR CODE:


8.


  
1 2 1 9 3 2 0 0 5 3 6 0 5 8 0 0 0
9.


  
1 2 1 9 3 2 0 0 5 2 0 5 0 0 0 0 0
10.

  
1 2 1 9 3 2 0 0 5 2 0 7 0 0 0 0 0
11.

  
1 2 1 9 3 2 0 0 5 4 2 0 0 0 0 0 0
12.

  
1 2 1 9 3 2 0 0 5 3 3 0 5 8 0 0 0
13.

  
1 2 1 9 3 2 0 0 5 2 1 1 5 8 0 0 0
14.

  
1 2 1 9 3 2 0 0 5 2 1 3 0 0 0 0 0

OVERFLOW PAGE FOR WRITE-INS